



0-278A029

October 2, 1990

615 Battery Street, 5th Floor
Mailing Address:
P.O. Box 3985
San Francisco, California 94119
(415) 627-9276
Fax: (415) 398-7029

Secretary
Interstate Commerce Commission
12th and Constitution Avenue, NW
Washington, DC 20423

5898A
RECORDATION NO. 5898A
OCT 5 1990-3 15 PM
INTERSTATE COMMERCE COMMISSION

Attention: Mrs. Mildred R. Lee, Room 2303

Dear Mrs. Lee:

Enclosed for recordation under provisions of Section 11303 (formerly 20C) of the Interstate Commerce Act and the regulations promulgated thereunder, is an original and three counterparts of a Release of Security Interest which is a supplement to a Security Agreement dated as of August 4, 1970. The equipment to be released of record is described in Schedule 1 to the Release. The Release is a supplement to a Security Agreement dated as of August 4, 1970 which was recorded with the Interstate Commerce Commission on December 22, 1970 and assigned ICC Recordation Number 5898.

The names and addresses of the parties to the enclosed are:

DEBTOR: Ben Maushardt and D.E. Mundell, Trustees under
a Trust Agreement dated as of August 4, 1970
733 Front Street
San Francisco, CA 94111

SECURED PARTY: Penn Mutual Life Insurance Company
Independence Square
Philadelphia, PA 19172

The undersigned is an employee of the Agent to the Trustees and is knowledgeable of the matters set forth herein.

Enclosed is a remittance in the amount of \$15.00 to cover the required recording fee.

Please return three recorded copies to my attention.

Very truly yours,

Walter J. Michael
Walter J. Michael
Secretary
415/627-9283

OCT 5 3 09 PM '90
MOTOR OPERATING UNIT

WJM/jr
Encl.

Interstate Commerce Commission
Washington, D.C. 20423

10/12/90

OFFICE OF THE SECRETARY

Walter J. Michael

Secretary

U.S. Lease Financing, Inc.

615 Battery Street, 5th Fl.

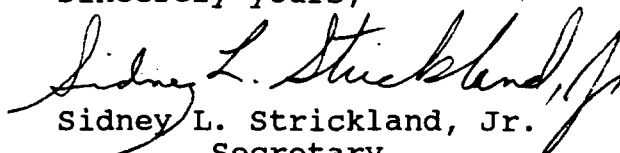
P.O. Box 3985

San Francisco, Calif. 94119

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/5/90 at 3:15pm, and assigned recordation number(s). 5998-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO.

5898-1A

FILED 105

OCT 5 1990-3 15 PM

INTERSTATE COMMERCE COMMISSION

RELEASE OF SECURITY INTEREST

(S.C.L. Trust No. 16 - ICC Recordation No. 5898)

WHEREAS, under an Equipment Lease and First Amendment thereto dated August 4, 1970 and October 1, 1970, respectively, between Ben Maushardt and D.E. Mundell, not in their individual capacities but solely as Trustees under a Trust Agreement dated as of August 4, 1970 (the "Lessor"), United States Leasing International, Inc., as agent for the Lessor (the "Agent") and CSX Transportation, Inc., successor to Seaboard Coast Lines Railroad Company (the "Lessee"), Lessee leases certain railroad equipment (the "Equipment") from the Lessor; and

WHEREAS, under a Security Agreement dated as of August 4, 1970 from the Trustees (the "Debtor") to Penn Mutual Life Insurance Company (the "Secured Party"), Debtor conveyed, warranted, mortgaged and assigned all of Debtor's right, title and interest in and to the Equipment described in the Security Agreement to secure payment of a certain 9-3/4 secured note dated as of December 22, 1970; and

WHEREAS, on or about July 5, 1990 all principal and interest on the Note has been paid to the Secured Party;

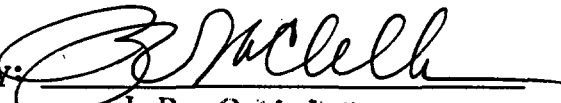
NOW THEREFORE, for good and valuable consideration received, the Secured Party acknowledges payment in full of said Note and relinquishes its Security Interest and all rights, title and interest in and to the Equipment listed on the Schedule attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this Security Release on this 27th day of September, 1990.

PENN MUTUAL LIFE INSURANCE COMPANY

(SEAL)

By:



LeRoy O. McClellan

Its

Assistant Vice President

CORPORATE FORM OF ACKNOWLEDGEMENT

State of PENNSYLVANIA)

SS:

County of PHILADELPHIA)

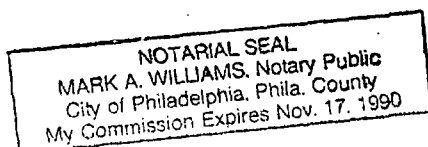
On this 27th day of SEPTEMBER, 1990, before me personally appeared LeROY O. McCLELLAN, to me personally known, who being by me sworn, says that he is ASSISTANT VICE PRESIDENT of THE PENN MUTUAL LIFE INSURANCE COMPANY, that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Mark A. Williams

Notary Public

(SEAL)

My commission expires:



SCHEDULE 1
to Security Agreement

DESCRIPTION OF EQUIPMENT:

87 Pulpwood Cars with Steel
Underframes, manufactured by
General Steel Industries, Inc.,
bearing Seaboard Coast Line Road
Numbers SCL 110250 to 110336,
both inclusive.

(S. C. L. Trust No. 16)